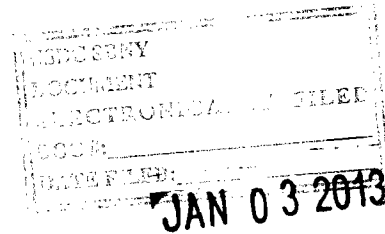


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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Lead Case No. 12 Civ. 3114 (JPO)

IN RE CITIGROUP INC. SHAREHOLDER  
DERIVATIVE LITIGATION

This Document Relates to:

ALL ACTIONS

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**~~PROPOSED~~ ORDER OF VOLUNTARY DISMISSAL**

Pursuant to the conference call conducted with the Court on November 28, 2012, and this Court's Order of December 19, 2012, as amended by this Court's Order of December 20, 2012, Plaintiffs, by and through their counsel, submit this [Proposed] Order of Voluntary Dismissal, pursuant to F.R.C.P. 41(a)(2).

Moreover, Plaintiffs' counsel has also indicated its intention to file an application for an award of attorneys' fees and expenses in this matter, and wishes the Court to retain jurisdiction with regard to the submission and hearing of this application.

Accordingly, Plaintiffs hereby seek the voluntary dismissal of the Verified Consolidated Shareholder Derivative Complaint, dated August 27, 2012, filed in *In re Citigroup Inc. Shareholder Derivative Litigation*, as Dkt. No. 29, pursuant to F.R.C.P. 41(a)(2); with the Court reserving jurisdiction for purposes of hearing and determining Plaintiffs' anticipated application for an award of attorneys' fees and expenses.

**NOW, THEREFORE, THE COURT ORDERS as follows:**

**IT IS ORDERED**, that the Verified Consolidated Shareholder Derivative Complaint filed in *In re Citigroup Inc. Shareholder Derivative Litigation*, as Dkt. No. 29, is dismissed without prejudice; and

**IT IS FURTHER ORDERED** that the Court will reserve jurisdiction over this matter for purposes of hearing and determining Plaintiffs' application for an award of attorneys' fees and expenses.

Dated: New York, New York

~~December~~, ~~2012~~  
*Jan. 2, 2013*



Hon. J. Paul Oetken  
United States District Judge